

**COMMITTEE TERMS OF REFERENCE – Common TOR to all the Committees on page 1  
Specific delegations for other committees from page 2 onwards**

	<b>Audit and Risk Committee</b>	<b>Remuneration and Nominations Committee</b>	<b>Treasury Committee</b>
<b>Chair</b>	The Committee chair will be a <b>non-executive director of BHG appointed by the Board on the recommendation of the RemNoms Committee</b> . In the chair’s absence, the remaining members present can elect a chair, who must be a non-executive director.		
<b>Secretary</b>	The Company Secretary or their nominee. Agenda and reports to be circulated to committee members (and other attendees if appropriate) at least 5 working days before the meeting. Minutes will record proceedings, resolutions, those present/in attendance and will be circulated to the Committee and all members of the BHG and subsidiary boards. Confidential Items, not for general circulation will be redacted or not circulated as appropriate.		
<b>Term of office</b>	A term of office for committee members will be 3 years, but can be extended in accordance with the Governance Framework.		
<b>Reporting</b>	Minutes of the committee meetings will be circulated to the Board. The Committee Chair will also be responsible for reporting to the Board on the work of the Committee. The ARC and RemNoms committees are required to produce a report to be included in the Group annual report about their activities.		
<b>Authority</b>	<p>To act in accordance with its terms of reference taking into account statutory and regulatory requirements and best practice;</p> <p>To ask for any information it requires from any Bromford colleague in order to perform its duties;</p> <p>To take external legal or other professional advice on any matter within its terms of reference;</p> <p>To be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;</p> <p>To annually review its own performance, composition and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board;</p> <p>In relation to all the matters (for BHG and all group members) for which the Committee has responsibility, the Committee has the power to</p> <ul style="list-style-type: none"> <li>approve all documentation which it considers necessary;</li> <li>authorise a signatory or signatories to sign or execute such documentation on behalf of BHG or its subsidiaries;</li> <li>authorise the use of company seals for BHG and its subsidiaries and signatories to attest such seals in relation to such documentation or otherwise to authorise execution of any document requiring execution as a deed; and</li> <li>authorise any person to do any act, matter or thing which the Committee consider in its absolute discretion is appropriate in relation to its powers.</li> </ul>		
<b>Sub-delegate</b>	The committee may sub-delegate any of the powers delegated to it to another committee or colleague.		

**TREASURY COMMITTEE**

**PURPOSE:** The formulation and review of treasury and funding plans (including the management and mitigation of risk)

To exercise the Specific Delegated Authorities (below) on behalf of BHG and its Subsidiaries

<b>MEMBERSHIP</b>	Up to 3 Non-Executive Directors (from BHG and/or its subsidiaries) and up to 2 Executive or Functional Directors. The Committee may appoint Advisors as required.
<b>MEETINGS</b>	As required. Meetings usually called by the Secretary at the request of the Chair. Only members of the Committee have the right to attend meetings. Others may be invited to attend for all or part of any meeting.
<b>QUORUM</b>	<b>3</b> – made up of : 2 Non-Executive Directors <b>and</b> 1 Executive <b>or</b> Functional Director.
<b>PLANS AND POLICIES</b>	<b>Review</b> - The Treasury Policy (and Frameworks), and Treasury Strategy. <b>Approve</b> - The Annual Treasury Plan and other treasury activity as required from time to time.
<b>DUTIES</b>	<ol style="list-style-type: none"> <li>1. <b>Review and make recommendations to the BHG Board on:</b> <ul style="list-style-type: none"> <li>• The funding strategy for the Group (including risk mitigation and management);</li> <li>• The Treasury Policy: This sets out the approach in relation to treasury risk appetite, liquidity, investments, borrowing and hedging.</li> </ul> </li> <li>2. <b>Approve:</b> <ul style="list-style-type: none"> <li>• The Annual Treasury Plan: This sets out the key plans for treasury activity for the forthcoming year;</li> <li>• Any additional treasury activity or transactions not included in the Annual Treasury Plan.</li> </ul> </li> <li>3. <b>Keep under review, and report to the Board</b> in relation to: <ul style="list-style-type: none"> <li>• The adequacy of the Group’s liquidity and funding arrangements;</li> <li>• Compliance with the Treasury Policy;</li> <li>• The adequacy and preparation of assets available to charge as future loan security;</li> <li>• Monitoring of significant new initiatives/transactions that could impact treasury management;</li> <li>• Monitoring of secondary market pricing of Group securities and third party relationships with Rating Agencies and the Bond Investor community.</li> </ul> </li> </ol>

	4. Formally exercise Specific Delegated Authorities (below) on behalf of BHG and its Subsidiaries.
<b>INVESTOR RELATIONS</b>	To manage Investor Relations including the sign off the twice yearly investor relations update.
<b>SPECIFIC DELEGATED AUTHORITIES</b>	<p>To exercise these delegations consistent with the rules, business plans and policies of BHG and its subsidiaries, the Committee has the full power to exercise the delegated authorities on behalf of BHG Board and its subsidiary boards in connection with:</p> <ul style="list-style-type: none"> <li>- Approving all treasury activity not approved by the BHG Board</li> <li>- Variations to loan agreements and ISDA agreements including but not limited to margins, covenants, 'availability periods', early repayment and reprofiling of repayment terms</li> <li>- Variations to loan agreements and ISDA agreements including but not limited to agreeing entry into any type of interest rate hedging transaction including, without limitation, caps, collars, floors, interest rate swaps, forward rate transactions, swap options, extendable and cancellable hedging transactions and any other type of hedging transaction permitted under the relevant legal entity constitution from time to time (together with treasury management arrangements);</li> <li>- To monitor the charging of security, whether relating to borrowings or treasury management arrangements or for any other reason whatsoever;</li> <li>- agreeing to any amendment or variation of any arrangements any Group member has in relation to the matters referred to in paragraphs above.</li> </ul>

**Board - approval 2 July 2018**